

1-148A075

**TRINITY RAILCAR LEASING CORPORATION
P. O. BOX 568887
DALLAS, TEXAS 75356-8887**

May 21, 1991

Secretary
Interstate Commerce Commission
Washington, DC 20423

10737-F
MAY 28 1991 -3 30 PM
INTERSTATE COMMERCE COMMISSION

Dear Secretary:

Enclosed for filing and recordation are an original and one counterpart of the document described below, to be recorded pursuant to Section 11303 of Title 49 of U.S. Code.

This document is a Termination and Release dated as of May 21, 1991. The primary document to which it is connected is the Indenture under Recordation Number 10737.

The names and addresses of the parties to this document are as follows:

(a) Trustee:

NCNB Texas National Bank
901 Main Street, Suite 1600
Dallas, Texas 75283-1402

(b) Company:

Trinity Railcar Leasing Corporation
2525 Stemmons Freeway
P. O. Box 568887
Dallas, Texas 75356-8887

A description of the equipment covered by this Termination and Release is set forth in Exhibit A:

A check in the amount of \$15.00 in payment of the filing fee is enclosed. Please return the original and any extra copies not needed by the Commission for recordation to:

J. J. French, Jr.
Locke Purnell Rain Harrell
2200 Ross Avenue - Suite 2200
Dallas, Texas 75201-6776


10737-F

Interstate Commerce Commission
Page 2
May 21, 1991

A short summary of the document to appear in the index is
"Release of Indenture".

Very truly yours,

TRINITY RAILCAR LEASING CORPORATION


By: J. J. French, Jr.
Secretary and its Attorney

JJF/bw
Encl.

EXHIBIT A

EQUIPMENT AND LEASE SCHEDULE

Lease

Lease dated as of the 15th day of May, 1979 by and between Trinity Railcar Leasing Corporation, a Texas corporation with its principal office at 4001 Irving Boulevard, Dallas, Texas 75247, as Lessor, and The Pillsbury Company, a Delaware corporation with its principal office at 608 Second Avenue South, Minneapolis, Minnesota 55402, as Lessee.

Equipment

Quantity of cars:	Six hundred (600)
Description of cars:	4,750 cubic foot, 100 ton gravity discharge covered hopper rail- road cars
Car numbers:	TRNX 500,100 to TRNX 500,699 (both inclusive)
A.A.R. mechanical designation:	LO
A.A.R. car type code:	L153

1. Lease dated as of July 1, 1989 between Trinity Railcar Leasing Corporation and ConAgra, Inc. covering four hundred (400) 4,750 cubic foot covered triple hopper cars marked TRNX and numbered:

500101,	500102,	500103,	500104,	500107 -	500112,	500116,	500122,
500124 -	500126,	500128,	500129,	500131,	500133 -	500136,	500138,
500140,	500141,	500144,	500145,	500148,	500150,	500153,	500154,
500156,	500160,	500161,	500163 -	500165,	500167,	500168,	500169,
500170,	500172,	500174,	500175,	500177,	500179 -	500182,	500187,
500189,	500192,	500196,	500197,	500200,	500201,	500204,	500206 -
500210,	500212 -	500215,	500217 -	500220,	500223 -	500226,	500228 -
500236,	500238 -	500240,	500242 -	500244,	500246 -	500248,	500250 -
500253,	500255 -	500259,	500261 -	500263,	500266 -	500272,	500275,
500276,	500277,	500280,	500282 -	500285,	500288 -	500290,	500291,
500293,	500295 -	500300,	500301,	500302,	500304 -	500307,	500309,
500311,	500313 -	500315,	500317 -	500320,	500322,	500323,	500325 -
500331,	500333,	500334,	500338,	500339,	500340,	500341,	500342,
500344,	500345,	500347,	500349 -	500354,	500356,	500357,	500358,
500359,	500361 -	500371,	500373,	500375,	500376,	500377 -	500379,
500381 -	500386,	500388 -	500390,	500392,	500393,	500395,	500396,
500398,	500399,	500401,	500402,	500403,	500404,	500405,	500409,
500410,	500411,	500412 -	500414,	500417 -	500419,	500421,	500423,
500425,	500426,	500428,	500429,	500430,	500433,	500435 -	500438,
500440,	500442,	500444,	500448,	500450,	500451 -	500453,	500456,
500457,	500459 -	500461,	500465,	500466,	500469,	500470,	500472,
500475,	500477,	500480,	500481 -	500485,	500486 -	500488,	500491,
500492,	500496,	500497,	500499,	500501,	500502,	500504,	500505,
500508 -	500510,	500513,	500516 -	500520,	500522,	500523,	500524,
500527,	500528,	500530,	500531,	500532,	500533,	500535 -	500537,
500540,	500541,	500543,	500544,	500545,	500546,	500547,	500548,
500549 -	500554,	500556,	500557,	500559,	500560,	500561,	500563,
500564,	500565,	500566,	500568,	500569,	500570,	500571,	500573,
500575 -	500580,	500582,	500585 -	500588,	500590,	500591,	500592,
500595,	500596,	500598,	500599,	500601,	500602,	500604 -	500607,
500611 -	500613,	500615,	500619,	500622,	500623,	500624,	500626,
500630 -	500635,	500637 -	500639,	500641,	500642,	500643,	500644,
500646,	500647,	500651,	500652,	500654,	500655,	500659,	500662 -
500667,	500669,	500671,	500673,	500674,	500676,	500677,	500679,
500681 -	500683,	500684,	500686 -	500688,	500692 -	500699	

2. Lease dated July 10, 1989 between Trinity Railcar Leasing Corporation and ADM Transportation Company covering seventy-five (75) 4,750 cubic foot covered quad hopper cars equipped with trough hatches and gravity output gates marked TRNX and numbered:

500105,	500120,	500132,	500139,	500143,	500146,	500149,
500159,	500162,	500173,	500183,	500184,	500185,	500186,
500190,	500198,	500203,	500211,	500221,	500222,	500237,
500245,	500254,	500264,	500265,	500294,	500308,	500316,

500324,	500336,	500343,	500372,	500391,	500400,	500406,
500408,	500420,	500447,	500449,	500455,	500478,	500490,
500493,	500495,	500498,	500503,	500506,	500512,	500515,
500521,	500525,	500529,	500534,	500539,	500542,	500562,
500581,	500583,	500584,	500589,	500594,	500621,	500625,
500627,	500628,	500629,	500636,	500645,	500649,	500656,
500660,	500668,	500672,	500675,	500678		

3. Lease dated July 10, 1989 between Trinity Railcar Leasing Corporation and Texasgulf, Inc. covering one hundred fourteen (114) covered triple hopper cars equipped with trough hatches and gravity outlet gates marked TRNX and numbered:

500100,	500106,	500113,	500114,	500115,	500117,	500118,	500119,
500121,	500123,	500127,	500130,	500137,	500142,	500147,	500151,
500152,	500155,	500157,	500158,	500166,	500171,	500176,	500178,
500188,	500191,	500193,	500194,	500195,	500199,	500202,	500205,
500216,	500241,	500249,	500260,	500273,	500274,	500278,	500279,
500281,	500286,	500287,	500292,	500303,	500312,	500321,	500332,
500335,	500337,	500346,	500348,	500355,	500360,	500374,	500380,
500387,	500394,	500397,	500407,	500415,	500416,	500424,	500427,
500431,	500432,	500434,	500439,	500441,	500443,	500445,	500446,
500458,	500462,	500463,	500464,	500468,	500471,	500473,	500474,
500479,	500489,	500500,	500507,	500511,	500514,	500526,	500538,
500558,	500567,	500572,	500574,	500593,	500597,	500600,	500603,
500608,	500609,	500610,	500614,	500616,	500617,	500618,	500640,
500650,	500653,	500657,	500658,	500661,	500670,	500680,	500685,
500689,	500691						

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bcc: Mr. Neil Shoop (w/encls.)
Ms. Linda McNeil (w/encls.)
Mr. Jay Squires (w/encls.)

RECEIVED
MAY 28 1991 -3 30 PM
INTERSTATE COMMERCE COMMISSION

Interstate Commerce Commission
Washington, D.C. 20423

5/29/91

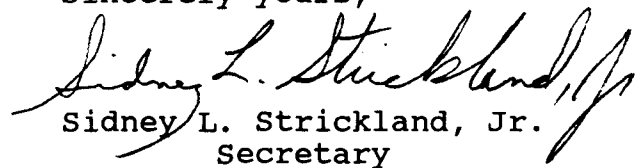
OFFICE OF THE SECRETARY

J.J. French Jr.
Locke Purnel Rain Harrell
2200 Ross Avenue Suite 2200
Dallas, Texas 75201-6776

Dear Sir: ~~Sir~~

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 5/28/91 at 3:30pm, and assigned recordation number(s). 10736-E & 10737-F

Sincerely yours,


Sidney L. Strickland, Jr.
Secretary

10737-F
RECORDED IN FILED 1991

MAY 28 1991 -3 30 PM

TERMINATION AND RELEASE

INTERSTATE COMMERCE COMMISSION

TERMINATION AND RELEASE DATED AS OF May 21, 1991, between NCNB Texas National Bank, as Assignee of the Federal Deposit Insurance Corporation, as Receiver of First Republic Bank Dallas, N.A. (formerly known as Republic National Bank of Dallas), as trustee (the "Trustee") under an Indenture dated as of August 16, 1979, and any supplements (as supplemented to the date hereof the "Indenture"), and Trinity Railcar Leasing Corporation, a Delaware corporation (the "Company").

PRELIMINARY STATEMENT

Pursuant to the Indenture the following documents (such documents and all other documents executed and delivered in connection therewith are herein called the "Indenture Documents") were executed and delivered, and recorded as described below:

- (a) The Indenture recorded with the Interstate Commerce Commission (the "ICC") under record number 10737;
- (b) A Lease Agreement dated May 15, 1979 between the Company and The Pillsbury Company (The "Original Lease"), recorded with the ICC under record number 10737-A;
- (c) A Financing Statement executed by the Company, as debtor, covering the railroad cars subject to that certain Maintenance Agreement, filed with the Secretary of State of Texas on August 14, 1979 under file number 124262, such financing statement being subsequently replaced by file number 199363 on August 8, 1985;
- (d) A Financing Statement executed by the Company, as debtor, covering the railroad cars subject to the Original Lease and Maintenance Agreement, filed with the Secretary of State of Texas on May 9, 1989 under file number 103086;
- (e) A Railroad Car Lease Agreement dated July 10, 1989, between the Company and Texasgulf, Inc. (the "Texasgulf Lease"), recorded with the ICC under record number 10737-B;
- (f) A Railroad Car Lease Agreement dated July 10, 1989, between the Company and ADM Transportation Company (the "ADM Lease"), recorded with the ICC under record number 10737-C;
- (g) A Railroad Car Lease Agreement dated July 1, 1989, between the Company and ConAgra, Inc. (the "ConAgra Lease"), recorded with the ICC under record number 10737-D;


- (h) A Indenture Supplement dated July 3, 1990, between the Company and the Trustee (the "Supplement"), recorded with the ICC under record number 10737-E;
- (i) A Financing Statement executed by the Company, as debtor, covering the railroad cars under the Texasgulf Lease, ADM Lease and the ConAgra Lease, filed with the Secretary of State of Texas on July 20, 1990 under file number 157008; and
- (j) A Financing Statement executed by the Company, as debtor, covering the railroad cars under the Indenture, filed with the Secretary of State of Illinois on March 14, 1991 under file number 2827986.

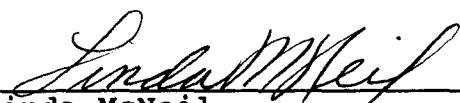
In accordance with Section 10.02 of the Indenture the Company desires that the Trustee terminate and release all of its rights in and to (i) the railroad cars described on Exhibit A attached hereto and made a part hereof, any and all other railroad cars covered by the lien created by the Indenture and all parts, attachments, accessions and accessories thereto or thereof (collectively, the "Equipment"), (ii) the Original Lease, the Texasgulf Lease, ADM Lease and the ConAgra Lease (collectively, the "Leases"), (iii) all cash amounts due or to become due to the Company with respect to the Equipment, including without limitation any rent or other receivables due or to become due with respect to the Leases or any license for the use of Equipment, and all insurance or other proceeds relating to the Equipment (collectively the "Equipment Receivables") and (iv) the agreement among the Company, Trinity Industries, Inc. and the Prudential Insurance Company of America dated as of August 16, 1979 relating to the maintenance of the Equipment (the "Maintenance Agreement").

NOW, THEREFORE, in consideration of the premises, and for other valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Trustee does hereby release, quitclaim, surrender and discharge unto the Company, its successors and assigns, all of its right, title and interest in and to the Equipment, the Leases, the Equipment Receivables and the Maintenance Agreement (collectively, the "Released Property"), which the Trustee has or to which the Trustee may be entitled by virtue of the Indenture Documents and hereby declares that the liens and security interests in the Released Property created by the Indenture Documents are fully released and discharged.

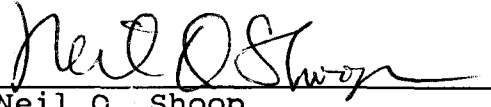
Attest:

NCNB TEXAS NATIONAL BANK



Trust Officer

By: 
Linda McNeil
Vice President

Attest:


Neil O. Shoop
Assistant Secretary

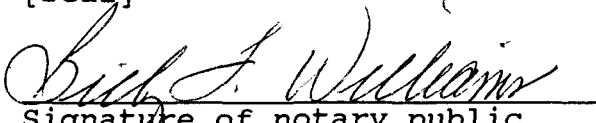
TRINITY RAILCAR LEASING
CORPORATION

By: 
F. Dean Phelps
Vice President

STATE OF TEXAS)
)
COUNTY OF DALLAS)

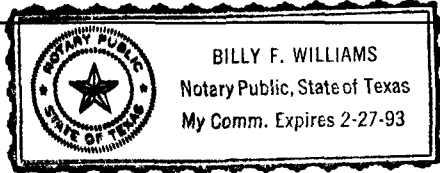
On this 21st day of May, 1991 before me personally appeared, Linda McNeil, to me personally known, who being by me duly sworn, says that she is the Vice President of NCNB Texas National Bank, a national banking association, that the seal affixed to the foregoing instrument is the corporate seal of said association, that said instrument was signed and sealed on behalf of said association by authority of its Board of Directors, and she acknowledged that the execution of the foregoing instrument was the free act and deed of said association.

[Seal]



Signature of notary public

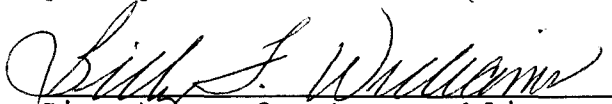
My Commission Expires:



STATE OF TEXAS)
)
COUNTY OF DALLAS)

On this 21st day of May, 1991 before me personally appeared, F. Dean Phelps, to me personally known, who being by me duly sworn, says that he is the Vice President of Trinity Railcar Leasing Corporation, that the seal affixed to the foregoing instrument is the corporate seal of said association, that said instrument was signed and sealed on behalf of said association by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said association.

[Seal]


Signature of notary public

My Commission Expires:

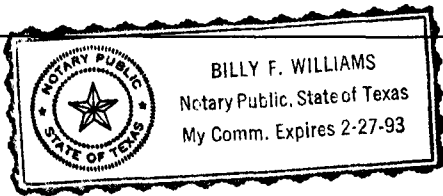


EXHIBIT A

EQUIPMENT AND LEASE SCHEDULE

Lease

Lease dated as of the 15th day of May, 1979 by and between Trinity Railcar Leasing Corporation, a Texas corporation with its principal office at 4001 Irving Boulevard, Dallas, Texas 75247, as Lessor, and The Pillsbury Company, a Delaware corporation with its principal office at 608 Second Avenue South, Minneapolis, Minnesota 55402, as Lessee.

Equipment

Quantity of cars:	Six hundred (600)
Description of cars:	4,750 cubic foot, 100 ton gravity discharge covered hopper rail- road cars
Car numbers:	TRNX 500,100 to TRNX 500,699 (both inclusive)
A.A.R. mechanical designation:	LO
A.A.R. car type code:	L153

1. Lease dated as of July 1, 1989 between Trinity Railcar Leasing Corporation and ConAgra, Inc. covering four hundred (400) 4,750 cubic foot covered triple hopper cars marked TRNX and numbered:

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500140,	500141,	500144,	500145,	500148,	500150,	500153,	500154,
500156,	500160,	500161,	500163 -	500165,	500167,	500168,	500169,
500170,	500172,	500174,	500175,	500177,	500179 -	500182,	500187,
500189,	500192,	500196,	500197,	500200,	500201,	500204,	500206 -
500210,	500212 -	500215,	500217 -	500220,	500223 -	500226,	500228 -
500236,	500238 -	500240,	500242 -	500244,	500246 -	500248,	500250 -
500253,	500255 -	500259,	500261 -	500263,	500266 -	500272,	500275,
500276,	500277,	500280,	500282 -	500285,	500288 -	500290,	500291,
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500331,	500333,	500334,	500338,	500339,	500340,	500341,	500342,
500344,	500345,	500347,	500349 -	500354,	500356,	500357,	500358,
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500398,	500399,	500401,	500402,	500403,	500404,	500405,	500409,
500410,	500411,	500412 -	500414,	500417 -	500419,	500421,	500423,
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500475,	500477,	500480,	500481 -	500485,	500486 -	500488,	500491,
500492,	500496,	500497,	500499,	500501,	500502,	500504,	500505,
500508 -	500510,	500513,	500516 -	500520,	500522,	500523,	500524,
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500540,	500541,	500543,	500544,	500545,	500546,	500547,	500548,
500549 -	500554,	500556,	500557,	500559,	500560,	500561,	500563,
500564,	500565,	500566,	500568,	500569,	500570,	500571,	500573,
500575 -	500580,	500582,	500585 -	500588,	500590,	500591,	500592,
500595,	500596,	500598,	500599,	500601,	500602,	500604 -	500607,
500611 -	500613,	500615,	500619,	500622,	500623,	500624,	500626,
500630 -	500635,	500637 -	500639,	500641,	500642,	500643,	500644,
500646,	500647,	500651,	500652,	500654,	500655,	500659,	500662 -
500667,	500669,	500671,	500673,	500674,	500676,	500677,	500679,
500681 -	500683,	500684,	500686 -	500688,	500692 -	500699	

2. Lease dated July 10, 1989 between Trinity Railcar Leasing Corporation and ADM Transportation Company covering seventy-five (75) 4,750 cubic foot covered quad hopper cars equipped with trough hatches and gravity output gates marked TRNX and numbered:

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500245,	500254,	500264,	500265,	500294,	500308,	500316,

500324,	500336,	500343,	500372,	500391,	500400,	500406,
500408,	500420,	500447,	500449,	500455,	500478,	500490,
500493,	500495,	500498,	500503,	500506,	500512,	500515,
500521,	500525,	500529,	500534,	500539,	500542,	500562,
500581,	500583,	500584,	500589,	500594,	500621,	500625,
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500660,	500668,	500672,	500675,	500678		

3. Lease dated July 10, 1989 between Trinity Railcar Leasing Corporation and Texasgulf, Inc. covering one hundred fourteen (114) covered triple hopper cars equipped with trough hatches and gravity outlet gates marked TRNX and numbered:

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500121,	500123,	500127,	500130,	500137,	500142,	500147,	500151,
500152,	500155,	500157,	500158,	500166,	500171,	500176,	500178,
500188,	500191,	500193,	500194,	500195,	500199,	500202,	500205,
500216,	500241,	500249,	500260,	500273,	500274,	500278,	500279,
500281,	500286,	500287,	500292,	500303,	500312,	500321,	500332,
500335,	500337,	500346,	500348,	500355,	500360,	500374,	500380,
500387,	500394,	500397,	500407,	500415,	500416,	500424,	500427,
500431,	500432,	500434,	500439,	500441,	500443,	500445,	500446,
500458,	500462,	500463,	500464,	500468,	500471,	500473,	500474,
500479,	500489,	500500,	500507,	500511,	500514,	500526,	500538,
500558,	500567,	500572,	500574,	500593,	500597,	500600,	500603,
500608,	500609,	500610,	500614,	500616,	500617,	500618,	500640,
500650,	500653,	500657,	500658,	500661,	500670,	500680,	500685,
500689,	500691						

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